

RECORDATION NO. 8013-G FILED

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MAR 7 '02 3-35 PM
TS
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

March 7, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Warranty Bill of Sale, dated as of March 1, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to documents previously filed with the Commission under Recordation Number 8013.

The name and address of the party to the enclosed document are:

Seller /Trustee: The Bank of New York
10161 Centurion Parkway
Jacksonville, FL 32256

[Buyer: Compass Rail IV Corporation
750 Battery Street
Suite 430
San Francisco, CA 94111]

A description of the railroad equipment covered by the enclosed document is:

205 covered hopper railcars within the series RAIX 60573 - RAIX 60803

Mr. Vernon A. Williams
March 7, 2002
Page Two

A short summary of the document to appear in the index follows:

Warranty Bill of Sale

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

WARRANTY BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS THAT The Bank of New York, not in its individual capacity but solely as Trustee (the "Trustee" or "Seller") under that Trust Agreement dated as of March 1, 1975, between the Trustee (as successor to Taurus Trust Company, Inc., formerly known as Trust Company for USL, Inc.) and Compass Capital Corporation ("CCC" or the "Trustor") as sole Trustor (as successor to Manufacturers Hanover Leasing International Corp., as successor to Manufacturers Hanover Leasing Corporation) (as the same has been supplemented and amended from time to time, the "Trust Agreement"), for One Dollar (\$ 1.00) paid by or on behalf of COMPASS RAIL V CORPORATION, a California corporation ("Purchaser"), does hereby grant, convey, bargain, sell, transfer and deliver unto the Purchaser, its successors and assigns, good and marketable title to those two hundred and five (205) railroad cars specified on Schedule 1 attached hereto, together with certificates of construction delivered therewith (each a "Railcar" and collectively the "Railcars").

TO HAVE AND TO HOLD the same unto the Purchaser, its successors and assigns forever.

Seller warrants to Purchaser, its successors and assigns that it is the lawful owner of good and marketable title, legal and beneficial title in and to the Railcars, that it has the right to sell the same, that titles to the Railcars are free and clear of all liens of any nature whatsoever, except for liens arising by, through or under Purchaser, and that Seller will defend such title forever against all claims and demands whatsoever.

This Warranty Bill of Sale shall in all respects be governed by, and construed in accordance with, the laws of the State of Illinois, including all matters of construction, validity, and performance.

IN WITNESS WHEREOF, Seller has caused this instrument to be executed by its duly authorized officer to have force and effect on March 1, 2002.

Seller:

THE BANK OF NEW YORK, not in its individual capacity but solely as Trustee

By Vicki B. Bellamy
Name: Vicki B. Bellamy
Title: Agent

State of [Florida])
County of Duval)

On this 4 day of March, 2002, before me personally appeared Vicki Bellamy, to me personally known, who being by me duly sworn says that such person is Agent of The Bank of New York that the foregoing Warranty Bill of Sale was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Michele R. O'Donnell
Notary Public
My commission expires October 18, 2003



REGISTRATION NO. 8013-G FILED

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SURFACE TRANSPORTATION BOARD

Schedule 1 to
 Warranty Bill of Sale

	<u>Railcar Type</u>	<u>Railcar Number</u>	<u>Railcar Location</u>
1	C-214 5250 cfc ACF Covered Hopper Cars	RAIX60573	Fort Worth & Western RR
2	"	RAIX60574	"
3	"	RAIX60576	"
4	"	RAIX60577	"
5	"	RAIX60578	"
6	"	RAIX60579	"
7	"	RAIX60580	"
8	"	RAIX60581	"
9	"	RAIX60582	"
10	"	RAIX60583	"
11	"	RAIX60584	"
12	"	RAIX60585	"
13	"	RAIX60587	"
14	"	RAIX60588	"
15	"	RAIX60589	"
16	"	RAIX60590	"
17	"	RAIX60591	"
18	"	RAIX60592	"
19	"	RAIX60593	"
20	"	RAIX60594	"
21	"	RAIX60595	"
22	"	RAIX60596	"
23	"	RAIX60597	"
24	"	RAIX60598	"
25	"	RAIX60599	"
26	"	RAIX60600	"
27	"	RAIX60601	"
28	"	RAIX60602	"
29	"	RAIX60603	"
30	"	RAIX60604	"
31	"	RAIX60605	"
32	"	RAIX60608	"
33	"	RAIX60609	"
34	"	RAIX60610	"
35	"	RAIX60611	"
36	"	RAIX60612	"
37	"	RAIX60613	"
38	"	RAIX60614	"
39	"	RAIX60615	"
40	"	RAIX60616	"
41	"	RAIX60617	"

42	"	RAIX60618	"
43	"	RAIX60619	"
44	"	RAIX60620	"
45	"	RAIX60621	"
46	"	RAIX60622	"
47	"	RAIX60623	"
48	"	RAIX60624	"
49	"	RAIX60625	"
50	"	RAIX60626	"
51	"	RAIX60627	"
52	"	RAIX60628	"
53	"	RAIX60629	"
54	"	RAIX60630	"
55	"	RAIX60631	"
56	"	RAIX60632	"
57	"	RAIX60633	"
58	"	RAIX60634	"
59	"	RAIX60635	"
60	"	RAIX60637	"
61	"	RAIX60638	"
62	"	RAIX60640	"
63	"	RAIX60641	"
64	"	RAIX60642	"
65	"	RAIX60643	"
66	"	RAIX60644	"
67	"	RAIX60645	"
68	"	RAIX60646	"
69	"	RAIX60647	"
70	"	RAIX60648	"
71	"	RAIX60649	"
72	"	RAIX60650	"
73	"	RAIX60651	"
74	"	RAIX60652	"
75	"	RAIX60653	"
76	"	RAIX60654	"
77	"	RAIX60655	"
78	"	RAIX60656	"
79	"	RAIX60658	"
80	"	RAIX60659	"
81	"	RAIX60661	"
82	"	RAIX60663	"
83	"	RAIX60665	"
84	"	RAIX60666	"
85	"	RAIX60667	"
86	"	RAIX60668	"
87	"	RAIX60669	"
88	"	RAIX60671	"
89	"	RAIX60672	"

90	"	RAIX60673	"
91	"	RAIX60674	"
92	"	RAIX60675	"
93	"	RAIX60677	"
94	"	RAIX60678	"
95	"	RAIX60679	"
96	"	RAIX60680	"
97	"	RAIX60682	"
98	"	RAIX60683	"
99	"	RAIX60684	"
100	"	RAIX60685	"
101	"	RAIX60686	"
102	"	RAIX60688	"
103	"	RAIX60689	"
104	"	RAIX60690	"
105	"	RAIX60692	"
106	"	RAIX60693	"
107	"	RAIX60694	"
108	"	RAIX60695	"
109	"	RAIX60696	"
110	"	RAIX60697	"
111	"	RAIX60698	"
112	"	RAIX60699	"
113	"	RAIX60700	"
114	"	RAIX60701	"
115	"	RAIX60702	"
116	"	RAIX60703	"
117	"	RAIX60705	"
118	"	RAIX60706	"
119	"	RAIX60707	"
120	"	RAIX60708	"
121	"	RAIX60709	"
122	"	RAIX60710	"
123	"	RAIX60711	"
124	"	RAIX60712	"
125	"	RAIX60714	"
126	"	RAIX60715	"
127	"	RAIX60716	"
128	"	RAIX60718	"
129	"	RAIX60719	"
130	"	RAIX60720	"
131	"	RAIX60721	"
132	"	RAIX60722	"
133	"	RAIX60723	"
134	"	RAIX60724	"
135	"	RAIX60725	"
136	"	RAIX60726	"
137	"	RAIX60727	"

138	"	RAIX60728	"
139	"	RAIX60729	"
140	"	RAIX60730	"
141	"	RAIX60731	"
142	"	RAIX60732	"
143	"	RAIX60733	"
144	"	RAIX60734	"
145	"	RAIX60735	"
146	"	RAIX60736	"
147	"	RAIX60737	"
148	"	RAIX60738	"
149	"	RAIX60739	"
150	"	RAIX60740	"
151	"	RAIX60741	"
152	"	RAIX60743	"
153	"	RAIX60744	"
154	"	RAIX60745	"
155	"	RAIX60746	"
156	"	RAIX60747	"
157	"	RAIX60748	"
158	"	RAIX60749	"
159	"	RAIX60750	"
160	"	RAIX60751	"
161	"	RAIX60752	"
162	"	RAIX60753	"
163	"	RAIX60754	"
164	"	RAIX60755	"
165	"	RAIX60756	"
166	"	RAIX60757	"
167	"	RAIX60759	"
168	"	RAIX60760	"
169	"	RAIX60761	"
170	"	RAIX60762	"
171	"	RAIX60763	"
172	"	RAIX60764	"
173	"	RAIX60765	"
174	"	RAIX60766	"
175	"	RAIX60767	"
176	"	RAIX60768	"
177	"	RAIX60769	"
178	"	RAIX60770	"
179	"	RAIX60771	"
180	"	RAIX60772	"
181	"	RAIX60773	"
182	"	RAIX60774	"
183	"	RAIX60775	"
184	"	RAIX60776	"
185	"	RAIX60777	"

186	"	RAIX60778	"
187	"	RAIX60779	"
188	"	RAIX60780	"
189	"	RAIX60781	"
190	"	RAIX60782	"
191	"	RAIX60783	"
192	"	RAIX60784	"
193	"	RAIX60785	"
194	"	RAIX60787	"
195	"	RAIX60788	"
196	"	RAIX60789	"
197	"	RAIX60790	"
198	"	RAIX60791	"
199	"	RAIX60792	"
200	"	RAIX60793	"
201	"	RAIX60794	"
202	"	RAIX60795	"
203	"	RAIX60796	"
204	"	RAIX60797	"
205	"	RAIX60803	"

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/2/02



Robert W. Alvord